

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
YELLOW CORPORATION, *et al.*,¹) Chapter 11
Debtors.) Case No. 23-11069 (CTG)
) (Jointly Administered)
)
)
) **Re: Docket Nos. 22, 444**

**CERTIFICATION OF COUNSEL REGARDING REVISED ORDER (I)(A)
APPROVING BIDDING PROCEDURES FOR THE SALE OR SALES OF THE
DEBTORS' ASSETS; (B) SCHEDULING AUCTIONS AND APPROVING THE FORM
AND MANNER OF NOTICE THEREOF; (C) APPROVING ASSUMPTION
AND ASSIGNMENT PROCEDURES, (D) SCHEDULING SALE
HEARINGS AND APPROVING THE FORM AND MANNER OF NOTICE
THEREOF; (II)(A) APPROVING THE SALE OF THE DEBTORS' ASSETS
FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES
AND (B) APPROVING THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES; AND (III) GRANTING RELATED RELIEF**

The undersigned hereby certifies that:

1. On August 7, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of the Debtors for Entry of an Order (I)(A) Approving Bidding Procedures for the Sale or Sales of the Debtors' Assets; (B) Scheduling an Auction and Approving the Form and Manner of Notice Thereof; (C) Approving Assumption and Assignment Procedures, (D) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of*

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

Executory Contracts and Unexpired Leases; and (III) Granting Related Relief (the “Motion”)² [Docket No. 22], which attached the proposed Bidding Procedures Order to approve, among other things, the Bidding Procedures attached thereto as Exhibit A.

2. Pursuant to the notice of hearing on the Motion [Docket No. 378], objections to the Motion were due to be filed on or before September 8, 2023 at 4:00 p.m. (ET) (the “Objection Deadline”) and a hearing on the Motion was scheduled for September 15, 2023 at 11:30 a.m. (ET) (the “Hearing”).

3. On September 11, 2023, the Debtors filed the *Notice of Filing of Revised Order (I)(A) Approving Bidding Procedures for the Sale or Sales of the Debtors' Assets; (B) Scheduling Auctions and Approving the Form and Manner of Notice Thereof; (C) Approving Assumption and Assignment Procedures, (D) Scheduling Sale Hearings and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 444] (the “Notice”) attaching a form of revised Bidding Procedures Order.

4. The Debtors have further revised the Bidding Procedures Order that was attached to the Notice (the “Further Revised Order”) and have circulated to the key parties noted below and the parties that filed responses, reservations of rights, or joinders.

5. Attached hereto as Exhibit A is the Further Revised Order which attaches a further revised version of the Bidding Procedures at Exhibit 1 thereto. Attached hereto as Exhibit B is a redline of the Further Revised Order reflecting changes against Bidding Procedures Order filed with the Notice.

² Capitalized terms not otherwise defined herein shall have the meaning given to them in the Motion.

6. The following parties have consented to, or do not object to, entry of the Further Revised Order: (i) the Junior DIP Secured Parties, (ii) the B-2 Secured Parties (including the Prepetition B-2 Secured Parties and the Postpetition B-2 Secured Parties), (ii) the Prepetition ABL Secured Parties, (iv) the Prepetition UST Secured Parties, (v) the Creditors' Committee, (vi) the Office of the United States Trustee, and (vii) the Real Estate Stalking Horse Bidder.

7. In addition, the below parties (the "Responding Parties") filed responses, reservations of rights, or joinders. The Responding Parties have resolved their concerns or otherwise do not object to entry of the Further Revised Order.

Docket No.	Party:
412	PACCAR Financial Corp.
417	Chubb Companies
424	Peapack Capital Corporation
426	Orange Batavia I, LLC
430	East West Bank
432	Valley National Bank
434	Multnomah County, Oregon
436	Hawkey Transportation
439	PPF Sudberry Ocean View Hills, L.P.
527	Wintrust Commercial Finance

8. Accordingly, the Debtors respectfully request entry of the Further Revised Order at the Court's earliest convenience.

Dated: September 14, 2023
Wilmington, Delaware

/s/ Laura Davis Jones

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Proposed Co-Counsel for the Debtors and Debtors in Possession